

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**W.R. GRACE & CO., et al.**

**Debtors.**

**Chapter 11**

**Case No. 01-01139 (JKF)**

**(Jointly Administered)**

**Objection Deadline: June 10, 2005**

**Hearing: June 27, 2005 at 12:00 noon**

**NOTICE OF FILING OF  
FOURTH QUARTERLY INTERIM FEE APPLICATION OF  
DAVID T. AUSTERN, FUTURE CLAIMANTS REPRESENTATIVE, FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED  
FOR THE PERIOD JANUARY 1, 2005 THROUGH MARCH 31, 2005**

TO: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Asbestos Personal Injury Claimants; (5) Counsel to the Official Committee of Asbestos Property Damage Claimants; (6) Counsel to the Official Committee of Equity Holders; (7) Counsel to the Debtors-in-Possession Lender; and (8) the Fee Auditor

David T. Austern, Future Claimants' Representative (the "FCR"), has filed and served his Fourth Quarterly Interim Fee Application for Compensation and Reimbursement of Expenses Incurred for the Period January 1, 2005 through March 31, 2005 seeking payment in the amount of \$2,400.00 in fees and no expenses for a total of \$2,400.00 (the "Application").

This Application is submitted pursuant to this Court's Administrative Order, as Amended, Under 11 U.S.C. Sections 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members dated April 17, 2002 (the "Administrative Order").

Objections or responses to the Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, Fifth Floor, Wilmington, DE 19801, on or before **June 10, 2005 at 4:00 p.m., Eastern Time.**

At the same time you must also serve a copy of the objections or responses, if any, upon the following: (i) David T. Austern, FCR for W.R. Grace & Co., c/o Claims Resolution Management Corporation, 3110 Fairview Park Drive, Suite 200, Falls Church, VA 22042-0683; (ii) co-counsel to David T. Austern, FCR, Roger Frankel, Esquire, Richard H. Wyron, Esquire, Swidler Berlin LLP, 3000 K Street, NW, Suite 300, Washington, DC 20007 and John C. Phillips, Jr., Esquire, Phillips Goldman & Spence, P.A., 1200 North Broom Street, Wilmington, DE 19806; (iii) co-counsel for the Debtors, David M. Bernick, Esquire, Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, IL 60601 and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones, P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705; (iv) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038-4982 and Michael R. Lastowski, Esquire, Duane Morris, LLP, 1100 N. Market Street, Suite 1200, Wilmington, DE 19801-1246; (v) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Blizin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, FL 33131 and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, DE 19899; (vi) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire,

Caplin & Drysdale, 399 Park Avenue, 36<sup>th</sup> Floor, New York, NY 10022 and Mark Hurford, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15<sup>th</sup> Floor, 1201 Market Street, Suite 1500, Wilmington, DE 19801; (vii) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, IL 60606 and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, DE 19899; (viii) counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, NY 10022; (ix) the Office of the United States Trustee, ATTN: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, DE 19801; and (x) the Fee Auditor, Warren H. Smith, Warren H. Smith and Associates, Republic Center, 325 N. St. Paul, Suite 4080, Dallas, TX 75201.

Any questions regarding this Notice or attachments may be directed to the undersigned counsel.

SWIDLER BERLIN LLP

Dated: May 23, 2005

By: 

Roger Frankel, *admitted pro hac vice*  
Richard H. Wyron, *admitted pro hac vice*  
3000 K Street, NW, Suite 300  
Washington, DC 20007  
(202) 424-7500  
Co-Counsel to David T. Austern, FCR

--and--

PHILLIPS, GOLDMAN & SPENCE, P.A.  
John C. Phillips, Jr. (#110)  
1200 North Broom Street  
Wilmington, DE 19806  
(302) 655-4200  
Co-Counsel to David T. Austern, FCR

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<b>In re:</b>	)	
	)	
	)	<b>Chapter 11</b>
<b>W.R. GRACE &amp; CO., <u>et al.</u></b>	)	<b>Case No. 01-01139 (JKF)</b>
	)	<b>(Jointly Administered)</b>
<b>Debtors.</b>	)	<b>Objection Deadline: June 10, 2005</b>
	)	<b>Hearing: June 27, 2005 at 12:00 noon</b>

**COVER SHEET TO FOURTH QUARTERLY INTERIM FEE APPLICATION OF  
DAVID T. AUSTERN, FUTURE CLAIMANTS REPRESENTATIVE,  
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED  
FOR THE PERIOD JANUARY 1, 2005 THROUGH MARCH 31, 2005**

**SUMMARY SHEET**

Name of Applicant:	David T. Austern, Future Claimants Representative (the "FCR")	
Authorized to Provide Professional Services to:	Not Applicable	
Date of Retention:	As of May 24, 2004 (pursuant to this Court's Order entered September 27, 2004)	
Period for which Compensation and Reimbursement is sought:	January 1, 2005 – March 31, 2005	
Amount of Compensation sought as Actual Reasonable and Necessary:	\$2,400.00	
Amount of Expense Reimbursement sought as Actual, Reasonable and Necessary:	\$ 0.00	
This is a ____ monthly	<u> x </u> interim	____ final application

**PRIOR APPLICATIONS FILED**

The FCR was retained effective as of May 24, 2004, pursuant to this Court's Order entered September 27, 2004. The FCR has filed the following fee applications: Eleventh interim fee application for the period March 1-31, 2005 in the amount of \$1,160.00 (80% of \$1,450.00); a tenth interim fee application for the period February 1-28, 2005 in the amount of \$520.00 (80% of \$650.00); a ninth interim fee application for the period January 1-31, 2005 in the amount of \$240.00 (80% of \$300.00); eighth interim fee application for the period December 1-31, 2004 in the amount of \$3,080.00 (80% of \$3,850.00) in fees and \$14.00 in expenses; seventh interim fee application for the period November 1-30, 2004 in the amount of \$6,520.00 (80% of \$8,150.00) in fees and no expenses; sixth interim fee application for the period October 1-31, 2004, in the amount of \$7,440.00 (80% of \$9,300.00) in fees and \$39.00 in expenses; fifth interim fee application for the period September 1-30, 2004, in the amount of \$4,280.00 (80% of \$5,350.00) and \$256.00 in expenses; FCR's fourth interim fee application for the period August 1-31, 2004, in the amount of \$7,640.00 (80% of \$9,550.00) and \$7.00 in expenses; third interim fee application for the period July 1-31, 2004, in the amount of \$1,000.00 (80% of \$1,250.00) and \$10.00 in expenses; second interim fee application for the period June 1-30, 2004, in the amount of \$1,600.00 (80% of \$2,000.00) and \$14.00 in expenses; and the first interim fee application for the period May 25-31, 2004, in the amount of \$5,560.00 (80% of \$6,950.00) and \$14.00 in expenses.

<b><u>Name of Professional Person</u></b>	<b><u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u></b>	<b><u>Hourly Billing Rate (including changes)</u></b>	<b><u>Total Billed Hours</u></b>	<b><u>Total Compensation</u></b>
David T. Austern	Future Claimants Representative	\$500.00	4.80	\$2,400.00
<b>Total</b>			<b>4.80</b>	<b>\$2,400.00</b>

**Total Fees: \$2,400.00**

**Total Hours: 4.80**

**Blended Rate: \$2,400.00**

**COMPENSATION BY PROJECT CATEGORY**

<b><u>Project Category</u></b>	<b><u>Total Hours</u></b>	<b><u>Total Fees</u></b>
Due Diligence	1.10	\$550.00
Litigation	3.50	\$1,750.00
Retention of Professionals-Other	.20	\$100.00
<b>TOTAL</b>	<b>4.80</b>	<b>\$2,400.00</b>

**EXPENSE SUMMARY**

<b><u>Expense Category</u></b>	<b><u>Total</u></b>
No Expenses	\$0.00
<b>TOTAL</b>	<b>\$0.00</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**W.R. GRACE & CO., et al.**

**Debtors.**

**Chapter 11**

**Case No. 01-01139 (JKF)**

**(Jointly Administered)**

**Objection Deadline: June 10, 2005**

**Hearing: June 27, 2005 at 12:00 noon**

**FOURTH QUARTERLY INTERIM FEE APPLICATION OF  
DAVID T. AUSTERN, FUTURE CLAIMANTS REPRESENTATIVE,  
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED  
FOR THE PERIOD OF JANUARY 1, 2005 THROUGH MARCH 31, 2005**

Pursuant to 11 U.S.C. §§ 330 and 331 of title 11 of the United States Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Code”), and this Court’s Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, signed April 17, 2002, amending the Court’s Administrative Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Allowance and Payment of Monthly Interim Compensation and Reimbursement of Expenses of Professionals, entered May 3, 2001 (collectively, the “Administrative Order”), David T. Austern, the Future Claimants Representative (“FCR”) hereby submits this fourth quarterly interim application (the “Fourth Quarterly Interim Application”) for an allowance of (i) compensation for professional services rendered to W.R. Grace & Co. and its affiliates (collectively, the “Debtors”) for the period of January 1, 2005 through March 31, 2005 (the “Interim Period”), and (ii) the reimbursement of expenses incurred during the same period.

By this Fourth Quarterly Fee Application the FCR seeks the interim allowance of compensation in the amount of \$2,400.00 and reimbursement of actual and necessary expenses in the amount of \$0.00 for a total of \$2,400.00, or 100% of all compensation and expense reimbursement requested, for the period January 1, 2005 through March 31, 2005 (the "Interim Period"). In support of this Fourth Quarterly Interim Application, the FCR respectfully represents as follows:

**Jurisdiction**

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. 1334.

**Background**

2. On April 2, 2001 (the "Petition Date"), the Debtors filed a voluntary petition for relief under chapter 11 of the United States Bankruptcy Code. The Debtors continue to operate their business and manage their properties as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

3. By an Order dated May 24, 2004, the Court appointed the FCR for the above captioned cases, a copy of which is attached hereto as Exhibit A.

**Monthly Fee Applications Covered Herein**

4. Prior to the filing of this Fourth Quarterly Fee Application, the January, February, and March monthly fee applications of the FCR have been filed with the Court pursuant to the Administrative Order.

5. The FCR filed its Ninth Monthly Application for Compensation for Services Rendered and Reimbursement of Expenses as Bankruptcy Counsel to the FCR for the Period January 1-31, 2005 (the "Ninth Monthly") requesting \$300.00 in fees and

no expenses on April 25, 2005 [Docket No. 8279]. The deadline to file objections expired May 16, 2005 and no objections were filed. A Certificate of No Objection will be filed promptly with the Court. The Ninth Monthly is attached hereto as Exhibit B.

6. The FCR filed its Tenth Monthly Application for Compensation for Services Rendered and Reimbursement of Expenses as Bankruptcy Counsel to the FCR for the Period February 1-28, 2005 (the "Tenth Monthly") requesting \$650.00 in fees and no expenses on April 25, 2005 [Docket No. 8280]. The deadline to file objections expired May 16, 2005 and no objections were filed. A Certificate of No Objection will be filed promptly with the Court. The Tenth Monthly is attached hereto as Exhibit C.

7. The FCR filed its Eleventh Monthly Application for Compensation for Services Rendered and Reimbursement of Expenses as Bankruptcy Counsel to the FCR for the Period March 1-31, 2005 (the "Eleventh Monthly") requesting \$1,450.00 in fees and no expenses on April 25, 2005 [Docket No. 8281]. The deadline to file objections expired May 16, 2005 and no objections were filed with respect to the Eleventh Monthly. A Certificate of No Objection will be filed promptly with the Court. The Eleventh Monthly is attached hereto as Exhibit D.

8. The Ninth, Tenth, and Eleventh Monthly filings covered by this Fourth Quarterly Fee Application contain detailed daily time logs describing the actual and necessary services provided by the FCR during the Interim Period as well as other detailed information to be included in fee applications. Those monthly applications attached hereto as Exhibits B-D are incorporated herein by reference.



**Requested Relief**

9. By this Fourth Quarterly Application, the FCR requests that the Court approve the interim allowance of compensation for professionals services rendered and the reimbursement of actual and necessary expenses incurred by the FCR from January 1, 2005 through March 31, 2005. As stated above, the full scope of the services provided and the related expenses incurred are fully described in the monthly fee applications for the Interim Period that are being filed with the Court simultaneously with this Fourth Quarterly and are attached hereto as Exhibits B-D.

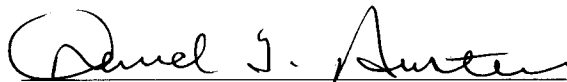
10. At all relevant times, the FCR has been an disinterested person as that term is defined in section 101(14) of the Bankruptcy Code and has not represented or held an interest adverse to the interest of future asbestos claimants.

11. All services for which compensation is requested by the FCR were performed in his capacity as FCR and not on behalf of any Debtor, committee, creditor, or other person.

12. Other than the Debtors' obligation to pay fees and expenses allowed by this Court, the FCR has received no payment and no promise for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the Debtors' cases. There is no agreement or understanding between the FCR and any other person for the sharing of compensation to be received for services rendered in this case.

WHEREFORE, the FCR respectfully requests that the Court enter an order, substantially in the form attached hereto, providing that, for the period January 1, 2005 through March 31, 2005, an allowance be made to the FCR in the sum of \$2,400.00 as compensation for reasonable and necessary professional services rendered and no expenses, for a total of \$2,400.00, that the Debtors be authorized and directed to pay to FCR the outstanding amount of such sums, and for such other and further relief as this Court may deem just and proper.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "David T. Austern", is written over a horizontal line.

David T. Austern, Future Claimants Representative  
3110 Fairview Park Drive, Suite 200  
Falls Church, VA 22042-0683  
(703) 205-0835

Dated: May 23, 2005

Bench Filed  
on 5/24/04

## IN THE UNITED STATES BANKRUPTCY COURT

## FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., <u>et al.</u> , <sup>1</sup>	)	Case No. 01-01139 (JKF)
	)	(Jointly Administered)
Debtors.	)	Re: 5/24/04 Agenda Item # 7
	)	Docket No. 5460

**ORDER GRANTING APPLICATION OF DEBTORS PURSUANT TO  
11 U.S.C. §§ 105, 327 AND 524(g)(4)(B)(i), FOR THE APPOINTMENT OF  
A LEGAL REPRESENTATIVE FOR FUTURE ASBESTOS CLAIMANTS**

Upon the application of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for the appointment of a legal representative for future asbestos claimants (the "Application")<sup>2</sup>; *Motion of Neutocrete Products, Inc. for Relief from Stay Under Section 362 of the Bankruptcy Code* (the "Motion"); and it appearing that the Court has jurisdiction to consider the Application and the relief requested therein in accordance with 28

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

<sup>2</sup> Unless otherwise defined herein, all capitalized terms shall have the meanings described to them in the Application.

U.S.C. §§ 157 and 1334; and it appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and this Application is properly in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been given; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is granted.
2. David Austern is hereby appointed as the Futures'

Representative.

3. The Futures' Representative shall have standing under section 1109(b) of the Bankruptcy Code to be heard as a party-in-interest in all matters relating to the Debtors' chapter 11 cases, and shall have, *inter alia*, the powers and duties of a committee, which powers and duties may be modified by order of the Court at any time during these cases.

4. The Futures' Representative may employ attorneys, and other professionals, consistent with sections 327 and 1103 of the Bankruptcy Code, subject to prior approval of this Court and pursuant to the Administrative Compensation Order.

5. Compensation, including professional fees and reimbursement of expenses, shall be payable to the Futures' Representative and his professionals from the Debtors' estates, in accordance with the terms and conditions negotiated by the appointed Candidate and the Debtors, subject to approval by this Court and subject to the Administrative Compensation Order.

6. The Futures' Representative shall not be liable for any damages, or have any obligations other than as prescribed by orders of this Court; provided, however, that the Futures' Representative may be liable for damages caused by his willful misconduct or gross negligence. The Futures' Representative shall not be liable to any person as a result of any action or omission taken or made by the Futures' Representative in good faith. The Debtors shall indemnify, defend and hold the Futures' Representative and his agents and professionals harmless from any claims by any party against the Futures' Representative arising out of or relating to the performance of his duties as Futures' Representative, provided, however, that the Futures' Representative (and his agents and professionals), shall not have such indemnification rights if a court of competent jurisdiction determines pursuant to a final and non-appealable order that the Futures' Representative is liable upon such claim as a result of willful misconduct or gross negligence. If, before the earlier of: (i) the entry of an order confirming a chapter 11 plan in these Chapter 11 Cases (that order having become a final order and no longer subject to appeal), and (ii) entry of an order closing these chapter 11 cases, the Futures' Representative believes that he is entitled to payment for any amounts by the Debtors on account of the Debtors' indemnification, contribution and/or reimbursement obligations under an order approving this Application, including without limitation the advancement of defense costs, the Futures' Representative must file an application therefor in this Court, and the Debtors may not pay any such amounts to the Futures' Representative before the entry of an order by this Court approving the payment. The preceding sentence is intended to specify the period of time under which this Court shall have the jurisdiction over any request for fees and expenses by the Futures'

Representative for indemnification, contribution or reimbursement and is not a limitation on the duration of the Debtors' obligation to indemnify the Futures' Representative. In the event that a cause of action is asserted against the Futures' Representative arising out of or relating to the performance of his duties as Futures' Representative, the Futures' Representative shall have the right to choose his own counsel.

7. The Futures' Representative and his counsel shall be entitled to receive all notices and pleadings which are served upon the Committees and their respective counsel pursuant to any and all orders entered in these chapter 11 cases, including, without limitation, (i) the Administrative Compensation Order, and (ii) any and all orders authorizing the Debtors to obtain post-petition financing.

8. This Court shall retain jurisdiction to hear and determine all matters related to the entry of this Order.

Dated: May 24, 2004.

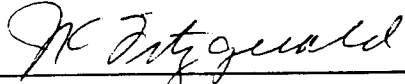
  
\_\_\_\_\_  
The Honorable Judith K. Fitzgerald  
United States Bankruptcy Judge

EXHIBIT B

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>W.R. GRACE &amp; CO., <u>et al.</u></b>	)	<b>Case No. 01-1139 (JKF)</b>
	)	<b>Jointly Administered</b>
	)	
<b>Debtors.</b>	)	<b>Objection Date: May 16, 2005 at 4:00 p.m.</b>
	)	<b>Hearing: Scheduled if Necessary (Negative Notice)</b>

**NOTICE OF FILING OF  
NINTH MONTHLY INTERIM APPLICATION OF  
DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE**

TO: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Asbestos Personal Injury Claimants; (5) Counsel to the Official Committee of Asbestos Property Damage Claimants; (6) Counsel to the Official Committee of Equity Holders; (7) Counsel to the Debtors-in-Possession Lender; and (8) the Fee Auditor

David T. Austern, Future Claimants' Representative (the "FCR"), has filed and served his Ninth Monthly Application for Compensation for Services Rendered and Reimbursement of Expenses for the time period January 1, 2005 through January 31, 2005 seeking payment of fees in the amount of \$240.00 (80% of \$300.00) and no expenses (the "Application") for a total of \$240.00.

This Application is submitted pursuant to this Court's Administrative Order, as Amended, Under 11 U.S.C. Sections 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members dated April 17, 2002 (the "Administrative Order").

Objections or responses to the Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824

Market Street, Fifth Floor, Wilmington, DE 19801, on or before **May 16, 2005 at 4:00 p.m., Eastern Time.**

At the same time you must also serve a copy of the objections or responses, if any, upon the following: (i) David T. Austern, FCR for W.R. Grace & Co., c/o Claims Resolution Management Corporation, 3110 Fairview Park Drive, Suite 200, Falls Church, VA 22042-0683; (ii) co-counsel to David T. Austern, FCR, Roger Frankel, Esquire, Richard H. Wyron, Esquire, Swidler Berlin LLP, 3000 K Street, NW, Suite 300, Washington, DC 20007 and John C. Phillips, Jr., Esquire, Phillips Goldman & Spence, P.A., 1200 North Broom Street, Wilmington, DE 19806; (iii) co-counsel for the Debtors, David M. Bernick, Esquire, Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, IL 60601 and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones, P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705; (iv) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038-4982 and Michael R. Lastowski, Esquire, Duane Morris, LLP, 1100 N. Market Street, Suite 1200, Wilmington, DE 19801-1246; (v) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Blizin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, FL 33131 and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, DE 19899; (vi) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36<sup>th</sup> Floor, New York, NY 10022 and Mark Hurford, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15<sup>th</sup> Floor, 1201 Market Street, Suite 1500, Wilmington, DE 19801; (vii) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite



5800, Chicago, IL 60606 and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, DE 19899; (viii) counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, NY 10022; (ix) the Office of the United States Trustee, ATTN: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, DE 19801; and (x) the Fee Auditor, Warren H. Smith, Warren H. Smith and Associates, Republic Center, 325 N. St. Paul, Suite 4080, Dallas, TX 75201.

Any questions regarding this Notice or attachments may be directed to the undersigned counsel.

SWIDLER BERLIN LLP

By: 

Roger Frankel, admitted *pro hac vice*  
Richard H. Wyron, admitted *pro hac vice*  
3000 K Street, NW, Suite 300  
Washington, DC 20007  
(202) 424-7500

Counsel to David T. Austern,  
As Future Claimants' Representative

Dated: April 22, 2005

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**W.R. GRACE & CO., et al.**

**Debtors.**

**Chapter 11**

**Case No. 01-1139 (JKF)  
Jointly Administered**

**Objection Date: May 16, 2005 at 4:00 p.m.  
Hearing: Scheduled if Necessary (Negative Notice)**

**COVER SHEET TO NINTH MONTHLY INTERIM APPLICATION OF  
DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
JANUARY 1, 2005 THROUGH JANUARY 31, 2005**

Name of Applicant:	David T. Austern, Future Claimants' Representative ("FCR")
Authorized to Provide Professional Services to:	the Debtors
Date of Retention:	May 25, 2004 (appeal pending in the United States District Court for the District of Delaware)
Period for which compensation is sought:	January 1, 2005 through January 31, 2005
Amount of Compensation (100%) sought as actual, reasonable, and necessary:	\$300.00
80% of fees to be paid:	\$240.00 <sup>1</sup>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$ 0.00
Total Fees @ 80% and 100% Expenses:	\$240.00

<sup>1</sup> Pursuant to the Administrative Order, as Amended dated April 17, 2002, absent timely objections, the Debtor is authorized and directed to pay 80% of fees and 100% expenses.

This is an:     \_\_\_   interim     X   monthly     \_\_\_   final application.

The total time expended for fee application preparation during this time period is 0.00 hours and the corresponding fees are \$0.00 and expenses are \$0.00. The time spent for this matter will be requested in subsequent monthly interim applications.

This is the FCR's ninth interim fee application for the period January 1-31, 2005; the FCR previously filed the following fee applications in this case: the eighth interim fee application for the period December 1-31, 2004 in the amount of \$3,080.00 (80% of \$3,850.00) in fees and \$14.00 in expenses; seventh interim fee application for the period November 1-30, 2004, in the amount of \$6,520.00 (80% of \$8,150.00) in fees and no expenses; sixth interim fee application for the period October 1-31, 2004, in the amount of \$7,440.00 (80% of \$9,300.00) in fees and \$39.00 in expenses; fifth interim fee application for the period September 1-30, 2004, in the amount of \$4,280.00 (80% of \$5,350.00) and \$256.00 in expenses was filed on November 15, 2004; fourth interim fee application for the period August 1-31, 2004, in the amount of \$7,640.00 (80% of \$9,550.00) and \$7.00 in expenses was filed on November 15, 2004; third interim fee application for the period July 1-31, 2004, in the amount of \$1,000.00 (80% of \$1,250.00) and \$10.00 in expenses; second interim fee application for the period June 1-30, 2004 was filed on September 1, 2004, in the amount of \$1,600.00 (80% of \$2,000.00) and \$14.00 in expenses; and the first interim fee application for the period May 25-31, 2004 was filed on September 1, 2004, in the amount of \$5,560.00 (80% of \$6,950.00) and \$14.00 in expenses.

### COMPENSATION SUMMARY

#### JANUARY 2005

<u>Name of Professional Person</u>	<u>Position of Applicant</u>	<u>Hourly Billing Rate</u>	<u>Total Billed Hours</u>	<u>Total Compensation</u>
David T. Austern	Future Claimants' Representative	\$500.00	.60	\$300.00
<b>Grand Total:</b>			.60	\$300.00
<b>Blended Rate: \$500.00</b>				

**Total Fees:           \$300.00**  
**Total Hours:         .60**  
**Blended Rate:        \$500.00**

### COMPENSATION BY PROJECT CATEGORY

#### JANUARY 2005

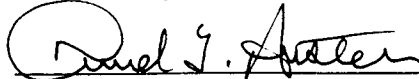
<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Litigation	.40	\$200.00
Retention of Professionals-Other	.20	\$100.00
<b>TOTAL</b>	<b>.60</b>	<b>\$300.00</b>

**EXPENSE SUMMARY**

**JANUARY 2005**

<b><u>Expense Category</u></b>	<b><u>Total</u></b>
	\$0.00
<b>TOTAL</b>	<b>\$0.00</b>

Respectfully submitted,



David T. Austern

Claims Resolution Management Corporation  
3110 Fairview Park Drive, Suite 200  
Falls Church, VA 22042-0683  
(703) 205-0835

Dated: April 21, 2005

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.

Debtors.

Chapter 11

Case No. 01-1139 (JKF)  
Jointly Administered

VERIFICATION

STATE OF VIRGINIA

FAIRFAX COUNTY, TO WIT:

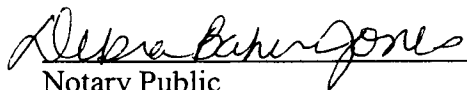
David T. Austern, after being duly sworn according to law, deposes and says:

1. I am the Future Claimants' Representative appointed by the Court in this case.
2. I personally performed the work as set forth in the attached Exhibit A.
3. I have reviewed the Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have reviewed the requirements of Local Rule 2016-2 and the Administrative Order as Amended dated April 17, 2002, and I believe the Application to be in compliance therewith.

  
DAVID T. AUSTERN

SWORN AND SUBSCRIBED TO BEFORE ME

THIS 21<sup>st</sup> DAY OF APRIL, 2005

  
Notary Public

My commission expires: 3/31/06

**EXHIBIT A**

**DAVID T. AUSTERN/W.R. GRACE & CO.**

**JANUARY 2005**

**FEE SUMMARY**

<b><u>Date</u></b>	<b><u>Services</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Total</u></b>
<b><u>Litigation</u></b>				
1/21/05	Telephone conference with R. Frankel re estimation hearing.	.20	\$500	\$100.00
1/26/05	Telephone conference with R. Frankel re estimation hearing.	.20	\$500	\$100.00
<b><u>Retention of Professionals-Other</u></b>				
1/21/05	Review of new CIBC retention letter.	.20	\$500	\$100.00
<b>TOTAL</b>		<b>.60</b>		<b>\$300.00</b>

**EXPENSE SUMMARY**

**DAVID T. AUSTERN/W.R. GRACE & CO.**

**JANUARY 2005**

<u>Date</u>	<u>Expense</u>	<u>Description</u>
<b>TOTAL</b>	<b>\$0.00</b>	

**CERTIFICATE OF SERVICE**

I, DEBRA O. FULLEM, do hereby certify that I am over the age of 18, and that on April 25, 2005, I caused the *Notice, Ninth Monthly Interim Application of David T. Austern, Future Claimants' Representative for Compensation for Services Rendered and Reimbursement of Expenses for the time period January 1, 2005 through January 31, 2005, Verification and Exhibit A*, to be served upon those persons as shown on the attached Service List in the manner set forth therein.



---

Debra O. Fullem, Senior Legal Assistant  
Swidler Berlin LLP



**SERVICE LIST**

***Federal Express***

Laura Davis Jones, Esquire  
David W. Carickhoff, Jr., Esquire  
Pachulski, Stang, Ziehl, Young & Jones P.C.  
919 North Market Street, 16th Floor  
P.O. Box 8705  
Wilmington, DE 19899-8705

***Regular Mail***

Vito I. DiMaio  
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10th & King Streets  
P.O. Box 27  
Wilmington, DE 19899

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Frank J. Perch, Esquire  
Office of the United States Trustee  
844 King Street, Room 2311  
Wilmington, DE 19801

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Warren H. Smith & Associates  
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***Federal Express and E-mail: [william.sparks@grace.com](mailto:william.sparks@grace.com) and [john.port@grace.com](mailto:john.port@grace.com)***

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W.R. Grace and Co.  
7500 Grace Drive  
Columbia, MD 21044

***E-mail: [syoder@bayardfirm.com](mailto:syoder@bayardfirm.com)***

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The Bayard Firm

***E-mail: meskin@del.camlev.com***

(Local Counsel to Asbestos Claimants)

Marla Eskin, Esquire

Campbell & Levine, LLC

***E-mail: ttacconelli@ferryjoseph.com***

(Counsel for Property Damage Claimants)

Theodore Tacconelli, Esquire

Ferry & Joseph, P.A.

***E-mail: mlastowski@duanemorris.com***

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Teresa K.D. Currier, Esquire

Klett Rooney Lieber & Schorling

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James Kapp, III, Esquire

Kirkland & Ellis

***E-mail: pvnk@capdale.com***

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Elihu Inselbuch, Esquire

Caplin & Drysdale, Chartered

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Lewis Kruger, Esquire

Stroock & Stroock & Lavan LLP

***E-mail: jsakalo@bilzin.com***

(Official Committee of Property Damage Claimants)

Scott L. Baena, Esquire

Bilzin Sumberg Dunn Baena Price & Axelrod LLP

***E-mail: david.heller@lw.com and carol.hennessey@lw.com***

(Counsel to DIP Lender)

J. Douglas Bacon, Esquire

Latham & Watkins

***E-mail: pbentley@kramerlevin.com***

(Counsel to Official Committee of Equity Holders)

Philip Bentley, Esquire

Kramer Levin Naftalis & Frankel LLP

EXHIBIT C

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>W.R. GRACE &amp; CO., <u>et al.</u></b>	)	<b>Case No. 01-1139 (JKF)</b>
	)	<b>Jointly Administered</b>
	)	
<b>Debtors.</b>	)	<b>Objection Date: May 16, 2005 at 4:00 p.m.</b>
	)	<b>Hearing: Scheduled if Necessary (Negative Notice)</b>

**NOTICE OF FILING OF  
TENTH MONTHLY INTERIM APPLICATION OF  
DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE**

TO: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Asbestos Personal Injury Claimants; (5) Counsel to the Official Committee of Asbestos Property Damage Claimants; (6) Counsel to the Official Committee of Equity Holders; (7) Counsel to the Debtors-in-Possession Lender; and (8) the Fee Auditor

David T. Austern, Future Claimants' Representative (the "FCR"), has filed and served his Tenth Monthly Application for Compensation for Services Rendered and Reimbursement of Expenses for the time period February 1, 2005 through February 28, 2005 seeking payment of fees in the amount of \$520.00 (80% of \$650.00) and no expenses (the "Application") for a total of \$520.00.

This Application is submitted pursuant to this Court's Administrative Order, as Amended, Under 11 U.S.C. Sections 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members dated April 17, 2002 (the "Administrative Order").

Objections or responses to the Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824

Market Street, Fifth Floor, Wilmington, DE 19801, on or before **May 16, 2005 at 4:00 p.m., Eastern Time.**

At the same time you must also serve a copy of the objections or responses, if any, upon the following: (i) David T. Austern, FCR for W.R. Grace & Co., c/o Claims Resolution Management Corporation, 3110 Fairview Park Drive, Suite 200, Falls Church, VA 22042-0683; (ii) co-counsel to David T. Austern, FCR, Roger Frankel, Esquire, Richard H. Wyron, Esquire, Swidler Berlin LLP, 3000 K Street, NW, Suite 300, Washington, DC 20007 and John C. Phillips, Jr., Esquire, Phillips Goldman & Spence, P.A., 1200 North Broom Street, Wilmington, DE 19806; (iii) co-counsel for the Debtors, David M. Bernick, Esquire, Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, IL 60601 and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones, P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705; (iv) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038-4982 and Michael R. Lastowski, Esquire, Duane Morris, LLP, 1100 N. Market Street, Suite 1200, Wilmington, DE 19801-1246; (v) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Blizin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, FL 33131 and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, DE 19899; (vi) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36<sup>th</sup> Floor, New York, NY 10022 and Mark Hurford, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15<sup>th</sup> Floor, 1201 Market Street, Suite 1500, Wilmington, DE 19801; (vii) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite

5800, Chicago, IL 60606 and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, DE 19899; (viii) counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, NY 10022; (ix) the Office of the United States Trustee, ATTN: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, DE 19801; and (x) the Fee Auditor, Warren H. Smith, Warren H. Smith and Associates, Republic Center, 325 N. St. Paul, Suite 4080, Dallas, TX 75201.

Any questions regarding this Notice or attachments may be directed to the undersigned counsel.

SWIDLER BERLIN LLP

By: 

Roger Frankel, admitted *pro hac vice*  
Richard H. Wyron, admitted *pro hac vice*  
3000 K Street, NW, Suite 300  
Washington, DC 20007  
(202) 424-7500

Counsel to David T. Austern,  
As Future Claimants' Representative

Dated: April 22, 2005

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>W.R. GRACE &amp; CO., <u>et al.</u></b>	)	<b>Case No. 01-1139 (JKF)</b>
	)	<b>Jointly Administered</b>
	)	
<b>Debtors.</b>	)	<b>Objection Date: May 16, 2005 at 4:00 p.m.</b>
	)	<b>Hearing: Scheduled if Necessary (Negative Notice)</b>

**COVER SHEET TO TENTH MONTHLY INTERIM APPLICATION OF  
DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
FEBRUARY 1, 2005 THROUGH FEBRUARY 28, 2005**

Name of Applicant:	David T. Austern, Future Claimants' Representative ("FCR")
Authorized to Provide Professional Services to:	the Debtors
Date of Retention:	May 25, 2004 (appeal pending in the United States District Court for the District of Delaware)
Period for which compensation is sought:	February 1, 2005 through February 28, 2005
Amount of Compensation (100%) sought as actual, reasonable, and necessary:	\$650.00
80% of fees to be paid:	\$520.00 <sup>1</sup>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$ 0.00
Total Fees @ 80% and 100% Expenses:	\$520.00

<sup>1</sup> Pursuant to the Administrative Order, as Amended dated April 17, 2002, absent timely objections, the Debtor is authorized and directed to pay 80% of fees and 100% expenses.

This is an:      interim   X   monthly      final application.

The total time expended for fee application preparation during this time period is 0.00 hours and the corresponding fees are \$0.00 and expenses are \$0.00. The time spent for this matter will be requested in subsequent monthly interim applications.

This is the FCR's tenth interim fee application for the period February 1-28, 2005; the FCR previously filed the following fee applications in this case: ninth interim fee application for the period January 1-31, 2005, in the amount of \$240.00 (80% of \$300.00) and no expenses; eighth interim fee application for the period December 1-31, 2004 in the amount of \$3,080.00 (80% of \$3,850.00) in fees and \$14.00 in expenses; seventh interim fee application for the period November 1-30, 2004, in the amount of \$6,520.00 (80% of \$8,150.00) in fees and no expenses; sixth interim fee application for the period October 1-31, 2004, in the amount of \$7,440.00 (80% of \$9,300.00) in fees and \$39.00 in expenses; fifth interim fee application for the period September 1-30, 2004, in the amount of \$4,280.00 (80% of \$5,350.00) and \$256.00 in expenses was filed on November 15, 2004; fourth interim fee application for the period August 1-31, 2004, in the amount of \$7,640.00 (80% of \$9,550.00) and \$7.00 in expenses was filed on November 15, 2004; third interim fee application for the period July 1-31, 2004, in the amount of \$1,000.00 (80% of \$1,250.00) and \$10.00 in expenses; second interim fee application for the period June 1-30, 2004 was filed on September 1, 2004, in the amount of \$1,600.00 (80% of \$2,000.00) and \$14.00 in expenses; and the first interim fee application for the period May 25-31, 2004 was filed on September 1, 2004, in the amount of \$5,560.00 (80% of \$6,950.00) and \$14.00 in expenses.

### COMPENSATION SUMMARY

#### FEBRUARY 2005

<u>Name of Professional Person</u>	<u>Position of Applicant</u>	<u>Hourly Billing Rate</u>	<u>Total Billed Hours</u>	<u>Total Compensation</u>
David T. Austern	Future Claimants' Representative	\$500.00	1.30	\$650.00
<b>Grand Total:</b>			1.30	\$650.00
<b>Blended Rate: \$500.00</b>				

**Total Fees: \$650.00**  
**Total Hours: 1.30**  
**Blended Rate: \$500.00**

### COMPENSATION BY PROJECT CATEGORY

#### FEBRUARY 2005

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Due Diligence	1.10	\$550.00
Litigation	.20	\$100.00
<b>TOTAL</b>	1.30	\$650.00

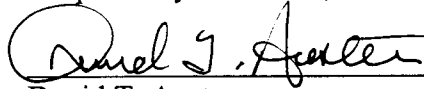


**EXPENSE SUMMARY**

**FEBRUARY 2005**

<b><u>Expense Category</u></b>	<b><u>Total</u></b>
	\$0.00
<b>TOTAL</b>	<b>\$0.00</b>

Respectfully submitted,



David T. Austern  
Claims Resolution Management Corporation  
3110 Fairview Park Drive, Suite 200  
Falls Church, VA 22042-0683  
(703) 205-0835

Dated: April 21, 2005

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.

Debtors.

Chapter 11

Case No. 01-1139 (JKF)  
Jointly Administered

VERIFICATION

STATE OF VIRGINIA

FAIRFAX COUNTY, TO WIT:

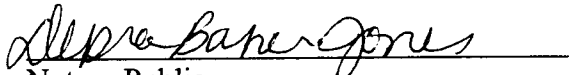
David T. Austern, after being duly sworn according to law, deposes and says:

1. I am the Future Claimants' Representative appointed by the Court in this case.
2. I personally performed the work as set forth in the attached Exhibit A.
3. I have reviewed the Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have reviewed the requirements of Local Rule 2016-2 and the Administrative Order as Amended dated April 17, 2002, and I believe the Application to be in compliance therewith.

  
DAVID T. AUSTERN

SWORN AND SUBSCRIBED TO BEFORE ME

THIS 21<sup>st</sup> DAY OF APRIL, 2005

  
Notary Public

My commission expires: 3/31/06

**EXHIBIT A**

**DAVID T. AUSTERN/W.R. GRACE & CO.**

**FEBRUARY 2005**

**FEE SUMMARY**

<b><u>Date</u></b>	<b><u>Services</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Total</u></b>
<b><u>Due Diligence</u></b>				
2/9/05	Telephone conference Westbrook re ZIA claims and Grace indictment.	.40	\$500	\$200.00
2/23/05	Review of indictment and telephone conference with R. Wyron re same.	.30	\$500	\$150.00
2/24/05	Telephone conference with Siegal re indictment.	.40	\$500	\$200.00
<b><u>Litigation</u></b>				
2/25/05	Telephone conference with R. Frankel re estimation hearing.	.20	\$500	\$100.00
	<b>TOTAL</b>	<b>1.30</b>		<b>\$650.00</b>

**EXPENSE SUMMARY**

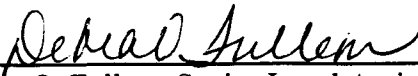
**DAVID T. AUSTERN/W.R. GRACE & CO.**

**FEBRUARY 2005**

<u>Date</u>	<u>Expense</u>	<u>Description</u>
<b>TOTAL</b>	<b>\$0.00</b>	

**CERTIFICATE OF SERVICE**

I, DEBRA O. FULLEM, do hereby certify that I am over the age of 18, and that on April 25, 2005, I caused the *Notice, Tenth Monthly Interim Application of David T. Austern, Future Claimants' Representative for Compensation for Services Rendered and Reimbursement of Expenses for the time period February 1, 2005 through February 28, 2005, Verification and Exhibit A*, to be served upon those persons as shown on the attached Service List in the manner set forth therein.

  
\_\_\_\_\_  
Debra O. Fullem, Senior Legal Assistant  
Swidler Berlin LLP

**SERVICE LIST**

***Federal Express***

Laura Davis Jones, Esquire  
David W. Carickhoff, Jr., Esquire  
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844 King Street, Room 2311  
Wilmington, DE 19801

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(Local Counsel to Asbestos Claimants)

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(Counsel to Official Committee of Equity Holders)

Philip Bentley, Esquire

Kramer Levin Naftalis & Frankel LLP



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**W.R. GRACE & CO., et al.**

**Debtors.**

**Chapter 11**

**Case No. 01-1139 (JKF)  
Jointly Administered**

**Objection Date: May 16, 2005 at 4:00 p.m.**

**Hearing: Scheduled if Necessary (Negative Notice)**

**NOTICE OF FILING OF  
ELEVENTH MONTHLY INTERIM APPLICATION OF  
DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE**

TO: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Asbestos Personal Injury Claimants; (5) Counsel to the Official Committee of Asbestos Property Damage Claimants; (6) Counsel to the Official Committee of Equity Holders; (7) Counsel to the Debtors-in-Possession Lender; and (8) the Fee Auditor

David T. Austern, Future Claimants' Representative (the "FCR"), has filed and served his Eleventh Monthly Application for Compensation for Services Rendered and Reimbursement of Expenses for the time period March 1, 2005 through March 31, 2005 seeking payment of fees in the amount of \$1,160.00 (80% of \$1,450.00) and no expenses (the "Application") for a total of \$1,160.00.

This Application is submitted pursuant to this Court's Administrative Order, as Amended, Under 11 U.S.C. Sections 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members dated April 17, 2002 (the "Administrative Order").

Objections or responses to the Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824

Market Street, Fifth Floor, Wilmington, DE 19801, on or before **May 16, 2005 at 4:00 p.m., Eastern Time.**

At the same time you must also serve a copy of the objections or responses, if any, upon the following: (i) David T. Austern, FCR for W.R. Grace & Co., c/o Claims Resolution Management Corporation, 3110 Fairview Park Drive, Suite 200, Falls Church, VA 22042-0683; (ii) co-counsel to David T. Austern, FCR, Roger Frankel, Esquire, Richard H. Wyron, Esquire, Swidler Berlin LLP, 3000 K Street, NW, Suite 300, Washington, DC 20007 and John C. Phillips, Jr., Esquire, Phillips Goldman & Spence, P.A., 1200 North Broom Street, Wilmington, DE 19806; (iii) co-counsel for the Debtors, David M. Bernick, Esquire, Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, IL 60601 and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones, P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705; (iv) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038-4982 and Michael R. Lastowski, Esquire, Duane Morris, LLP, 1100 N. Market Street, Suite 1200, Wilmington, DE 19801-1246; (v) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Blizin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, FL 33131 and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, DE 19899; (vi) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36<sup>th</sup> Floor, New York, NY 10022 and Mark Hurford, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15<sup>th</sup> Floor, 1201 Market Street, Suite 1500, Wilmington, DE 19801; (vii) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite

5800, Chicago, IL 60606 and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, DE 19899; (viii) counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, NY 10022; (ix) the Office of the United States Trustee, ATTN: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, DE 19801; and (x) the Fee Auditor, Warren H. Smith, Warren H. Smith and Associates, Republic Center, 325 N. St. Paul, Suite 4080, Dallas, TX 75201.

Any questions regarding this Notice or attachments may be directed to the undersigned counsel.

SWIDLER BERLIN LLP

By: 

Roger Frankel, admitted *pro hac vice*  
Richard H. Wyron, admitted *pro hac vice*  
3000 K Street, NW, Suite 300  
Washington, DC 20007  
(202) 424-7500

Counsel to David T. Austern,  
As Future Claimants' Representative

Dated: April ~~22~~ 21, 2005

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>W.R. GRACE &amp; CO., <u>et al.</u></b>	)	<b>Case No. 01-1139 (JKF)</b>
	)	<b>Jointly Administered</b>
	)	
<b>Debtors.</b>	)	<b>Objection Date: May 16, 2005 at 4:00 p.m.</b>
	)	<b>Hearing: Scheduled if Necessary (Negative Notice)</b>

**COVER SHEET TO ELEVENTH MONTHLY INTERIM APPLICATION OF  
DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
MARCH 1, 2005 THROUGH MARCH 31, 2005**

Name of Applicant:	David T. Austern, Future Claimants' Representative ("FCR")
Authorized to Provide Professional Services to:	the Debtors
Date of Retention:	May 25, 2004 (appeal pending in the United States District Court for the District of Delaware)
Period for which compensation is sought:	March 1, 2005 through March 31, 2005
Amount of Compensation (100%) sought as actual, reasonable, and necessary:	\$1,450.00
80% of fees to be paid:	\$1,160.00 <sup>1</sup>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$ 0.00
Total Fees @ 80% and 100% Expenses:	\$1,160.00

<sup>1</sup> Pursuant to the Administrative Order, as Amended dated April 17, 2002, absent timely objections, the Debtor is authorized and directed to pay 80% of fees and 100% expenses.

This is an:     \_\_\_   interim        X     monthly      \_\_\_   final application.

The total time expended for fee application preparation during this time period is 0.00 hours and the corresponding fees are \$0.00 and expenses are \$0.00. The time spent for this matter will be requested in subsequent monthly interim applications.

This is the FCR's eleventh interim fee application for the period March 1-31, 2005; the FCR previously filed the following fee applications in this case: the tenth interim fee application for the period February 1-28, 2005 in the amount of \$520.00 (80% of \$650.00) in fees and no expenses; ninth interim fee application for the period January 1-31, 2005, in the amount of \$240.00 (80% of \$300.00) and no expenses; eighth interim fee application for the period December 1-31, 2004 in the amount of \$3,080.00 (80% of \$3,850.00) in fees and \$14.00 in expenses; seventh interim fee application for the period November 1-30, 2004, in the amount of \$6,520.00 (80% of \$8,150.00) in fees and no expenses; sixth interim fee application for the period October 1-31, 2004, in the amount of \$7,440.00 (80% of \$9,300.00) in fees and \$39.00 in expenses; fifth interim fee application for the period September 1-30, 2004, in the amount of \$4,280.00 (80% of \$5,350.00) and \$256.00 in expenses was filed on November 15, 2004; fourth interim fee application for the period August 1-31, 2004, in the amount of \$7,640.00 (80% of \$9,550.00) and \$7.00 in expenses was filed on November 15, 2004; third interim fee application for the period July 1-31, 2004, in the amount of \$1,000.00 (80% of \$1,250.00) and \$10.00 in expenses; second interim fee application for the period June 1-30, 2004 was filed on September 1, 2004, in the amount of \$1,600.00 (80% of \$2,000.00) and \$14.00 in expenses; and the first interim fee application for the period May 25-31, 2004 was filed on September 1, 2004, in the amount of \$5,560.00 (80% of \$6,950.00) and \$14.00 in expenses.

### COMPENSATION SUMMARY

#### MARCH 2005

<u>Name of Professional Person</u>	<u>Position of Applicant</u>	<u>Hourly Billing Rate</u>	<u>Total Billed Hours</u>	<u>Total Compensation</u>
David T. Austern	Future Claimants' Representative	\$500.00	2.90	\$1,450.00
<b>Grand Total:</b>			<b>2.90</b>	<b>\$1,450.00</b>
<b>Blended Rate: \$500.00</b>				

**Total Fees:           \$1,450.00**

**Total Hours:           2.90**

**Blended Rate:         \$500.00**

### COMPENSATION BY PROJECT CATEGORY

#### MARCH 2005

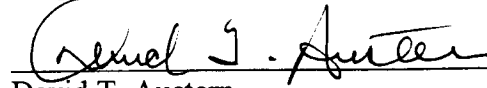
<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Litigation	2.90	\$1,450.00
<b>TOTAL</b>	<b>2.90</b>	<b>\$1,450.00</b>

**EXPENSE SUMMARY**

**MARCH 2005**

<b><u>Expense Category</u></b>	<b><u>Total</u></b>
	\$0.00
<b>TOTAL</b>	<b>\$0.00</b>

Respectfully submitted,



David T. Austern  
Claims Resolution Management Corporation  
3110 Fairview Park Drive, Suite 200  
Falls Church, VA 22042-0683  
(703) 205-0835

Dated: April 21, 2005

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.

Debtors.

Chapter 11

Case No. 01-1139 (JKF)  
Jointly Administered

VERIFICATION

STATE OF VIRGINIA

FAIRFAX COUNTY, TO WIT:

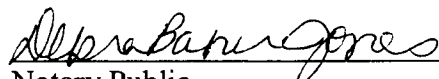
David T. Austern, after being duly sworn according to law, deposes and says:

1. I am the Future Claimants' Representative appointed by the Court in this case.
2. I personally performed the work as set forth in the attached Exhibit A.
3. I have reviewed the Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have reviewed the requirements of Local Rule 2016-2 and the Administrative Order as Amended dated April 17, 2002, and I believe the Application to be in compliance therewith.

  
DAVID T. AUSTERN

SWORN AND SUBSCRIBED TO BEFORE ME

THIS 21<sup>st</sup> DAY OF APRIL, 2005

  
Notary Public

My commission expires: 3/31/24

**EXHIBIT A**

**DAVID T. AUSTERN/W.R. GRACE & CO.**

**MARCH 2005**

**FEE SUMMARY**

<b><u>Date</u></b>	<b><u>Services</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Total</u></b>
<b><u>Litigation</u></b>				
3/3/05	Conference with R. Frankel and R. Wyron re negotiations strategy.	.30	\$500	\$150.00
3/17/05	Meeting with M. Angelina, R. Frankel and R. Wyron re futures forecast.	2.00	\$500	\$1,000.00
3/19/05	Review of M. Angelina assumptions.	.60	\$500	\$300.00
<b>TOTAL</b>		<b>2.90</b>		<b>\$1,450.00</b>



**EXPENSE SUMMARY**

**DAVID T. AUSTERN/W.R. GRACE & CO.**

**FEBRUARY 2005**

<u>Date</u>	<u>Expense</u>	<u>Description</u>
<b>TOTAL</b>	<b>\$0.00</b>	

**CERTIFICATE OF SERVICE**

I, DEBRA O. FULLEM, do hereby certify that I am over the age of 18, and that on April 25, 2005, I caused the *Notice, Tenth Monthly Interim Application of David T. Austern, Future Claimants' Representative for Compensation for Services Rendered and Reimbursement of Expenses for the time period February 1, 2005 through February 28, 2005, Verification and Exhibit A*, to be served upon those persons as shown on the attached Service List in the manner set forth therein.



---

Debra O. Fullem, Senior Legal Assistant  
Swidler Berlin LLP

**SERVICE LIST**

***Federal Express***

Laura Davis Jones, Esquire  
David W. Carickhoff, Jr., Esquire  
Pachulski, Stang, Ziehl, Young & Jones P.C.  
919 North Market Street, 16th Floor  
P.O. Box 8705  
Wilmington, DE 19899-8705

***Regular Mail***

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Parcels, Inc.  
10th & King Streets  
P.O. Box 27  
Wilmington, DE 19899

***Federal Express***

Frank J. Perch, Esquire  
Office of the United States Trustee  
844 King Street, Room 2311  
Wilmington, DE 19801

***Federal Express and Email: [feeaudit@whsmithlaw.com](mailto:feeaudit@whsmithlaw.com)***

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Warren H. Smith & Associates  
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Dallas, TX 75201

***Federal Express and E-mail: [william.sparks@grace.com](mailto:william.sparks@grace.com) and [john.port@grace.com](mailto:john.port@grace.com)***

(W.R. Grace & Co.)  
David B. Siegel  
W.R. Grace and Co.  
7500 Grace Drive  
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***E-mail: [syoder@bayardfirm.com](mailto:syoder@bayardfirm.com)***

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The Bayard Firm

***E-mail: meskin@del.camlev.com***

(Local Counsel to Asbestos Claimants)

Marla Eskin, Esquire

Campbell & Levine, LLC

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(Counsel for Property Damage Claimants)

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Ferry & Joseph, P.A.

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Teresa K.D. Currier, Esquire

Klett Rooney Lieber & Schorling

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James Kapp, III, Esquire

Kirkland & Ellis

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Caplin & Drysdale, Chartered

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Lewis Kruger, Esquire

Stroock & Stroock & Lavan LLP

***E-mail: jsakalo@bilzin.com***

(Official Committee of Property Damage Claimants)

Scott L. Baena, Esquire

Bilzin Sumberg Dunn Baena Price & Axelrod LLP

***E-mail: david.heller@lw.com and carol.hennessey@lw.com***

(Counsel to DIP Lender)

J. Douglas Bacon, Esquire

Latham & Watkins

***E-mail: pbentley@kramerlevin.com***

(Counsel to Official Committee of Equity Holders)

Philip Bentley, Esquire

Kramer Levin Naftalis & Frankel LLP

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**W.R. GRACE & CO., et al.**

**Debtors.**

**Chapter 11**

**Case No. 01-01139 (JKF)**

**(Jointly Administered)**

**VERIFICATION**

**STATE OF VIRGINIA, TO WIT:**

David T. Austern, after being duly sworn according to law, deposes and says:

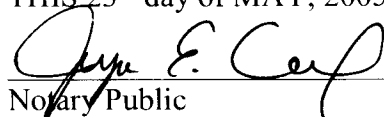
1. I am the Future Claimants Representative appointed by the Court in these cases.

2. I have reviewed the Fourth Quarterly Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have reviewed the requirements of Local Rule 2016-2 and the Administrative Order as Amended dated April 17, 2002, and I believe the Application to be in compliance therewith.

  
DAVID T. AUSTERN

SWORN AND SUBSCRIBED TO BEFORE ME

THIS 23<sup>rd</sup> day of MAY, 2005

  
Notary Public

My commission expires: Joyce E. Cox  
Notary Public, District of Columbia  
My Commission Expires 12-14-2006

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**W.R. GRACE & CO., et al.**

**Debtors.**

**Chapter 11  
Case No. 01-01139 (JKF)  
(Jointly Administered)**

**ORDER GRANTING FOURTH QUARTERLY INTERIM APPLICATION OF  
DAVID T. AUSTERN, FUTURE CLAIMANTS REPRESENTATIVE FOR  
COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES FOR THE  
TIME PERIOD JANUARY 1, 2005 THROUGH MARCH 31, 2005**

David T. Austern, the Future Claimants Representative (the “FCR”), in the above captioned debtors and debtors-in-possession (the “Debtors”), filed his Fourth Quarterly Interim Application for allowance of compensation and reimbursement of expenses for the time period January 1, 2005 through March 31, 2005 (the “Fourth Quarterly Application”). The Court has reviewed the Fourth Quarterly Application and finds that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. Sections 157 and 1334; and (b) notice of the Fourth Quarterly Application, and any hearing on the Fourth Quarterly Application, was adequate under the circumstances; and (c) all persons with standing have been afforded the opportunity to be heard on the Fourth Quarterly Application. Accordingly, it is hereby

ORDERED that the Fourth Quarterly Application of the FCR is GRANTED on an interim basis. The Debtors shall pay to the FCR the sum of \$2,400.00 as compensation and no expenses for a total of \$2,400.00 for services rendered and disbursements incurred by the FCR for the period January 1, 2005 through March 31, 2005, less any amounts which may have been previously paid in connection with the FCR's monthly fee applications for this period.

Dated: \_\_\_\_\_

\_\_\_\_\_  
United States Bankruptcy Judge



**CERTIFICATE OF SERVICE**

I, DEBRA O. FULLEM, do hereby certify that I am over the age of 18 and on May 23, 2005, I caused a copy of the *Notice, Cover Sheet, Fourth Quarterly Fee Application of David T. Austern, Future Claimants Representative for Compensation and Reimbursement of Expenses Incurred for the Period January 1, 2005 through March 31, 2005, Exhibits A-D, Verification and proposed Order* to be served upon those persons listed in the attached Service List.

A handwritten signature in black ink, reading "Debra O. Fullem", written over a horizontal line.

Debra O. Fullem, Senior Legal Assistant  
Swidler Berlin LLP

**SERVICE LIST**

***Federal Express***

Laura Davis Jones, Esquire  
David W. Carickhoff, Jr., Esquire  
Pachulski, Stang, Ziehl, Young & Jones P.C.  
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***Federal Express***

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Office of the United States Trustee  
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Wilmington, DE 19801

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Warren H. Smith & Associates  
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***Federal Express and E-mail: william.sparks@grace.com and john.port@grace.com***

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W.R. Grace and Co.  
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Columbia, MD 21044

***E-mail: syoder@bayardfirm.com***

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The Bayard Firm

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(Local Counsel to Asbestos Claimants)

Marla Eskin, Esquire

Campbell & Levine, LLC

***E-mail: [ttacconelli@ferryjoseph.com](mailto:ttacconelli@ferryjoseph.com)***

(Counsel for Property Damage Claimants)

Theodore Tacconelli, Esquire

Ferry & Joseph, P.A.

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(Counsel to Official Committee of Unsecured Creditors)

Michael R. Lastowski, Esquire

Duane, Morris & Heckscher LLP

***E-mail: [currier@klettrooney.com](mailto:currier@klettrooney.com)***

(Counsel for Official Committee of Equity Holders)

Teresa K.D. Currier, Esquire

Klett Rooney Lieber & Schorling

***E-mail: [james\\_kapp@chicago.kirkland.com](mailto:james_kapp@chicago.kirkland.com)***

(Counsel to Debtor)

James H.M. Sprayregen, P.C.

James Kapp, III, Esquire

Kirkland & Ellis

***E-mail: [pvnl@capdale.com](mailto:pvnl@capdale.com)***

(Official Committee of Personal Injury Claimants)

Elihu Inselbuch, Esquire

Caplin & Drysdale, Chartered

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Stroock & Stroock & Lavan LLP

***E-mail: jsakalo@bilzin.com***

(Official Committee of Property Damage Claimants)

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Bilzin Sumberg Dunn Baena Price & Axelrod LLP

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(Counsel to DIP Lender)

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Latham & Watkins

***E-mail: pbentley@kramerlevin.com***

(Counsel to Official Committee of Equity Holders)

Philip Bentley, Esquire

Kramer Levin Naftalis & Frankel LLP